

RECORDATION NO. 25835-A FILED

APR 07 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1842)
ELLSWORTH C. ALVORD (1864)

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OF COUNSEL
URBAN A. LESTER

April 7, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Appointment of Successor Collateral Agent, dated as of March 9, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Collateral Security Agreement previously filed with the Board under Recordation Number 25835

The names and addresses of the parties to the enclosed document are

Collateral Agent: JPMorgan Chase Bank, N.A.
1111 Fannin, 10th Floor
Houston, Texas 77002

Assignors: Huntsman International LLC
Tioxide Americas Inc.
Tioxide Group
Airstar Corporation
Huntsman Advanced Materials Americas LLC
Huntsman Advanced Materials LLC
Huntsman Australia Inc.
Huntsman Chemical Purchasing Corporation
Huntsman Enterprises, Inc.

Huntsman Ethyleneamines LLC
Huntsman Fuels LLC
Huntsman International Financial LLC
Huntsman International Fuels LLC
Huntsman International Trading Corporation
Huntsman MA Investment Corporation
Huntsman MA Services Corporation
Huntsman Petrochemical LLC
Huntsman Petrochemical Purchasing
Corporation
Huntsman Procurement Corporation
Huntsman Propylene Oxide LLC
Huntsman Purchasing, Ltd
Polymer Materials Inc

A description of the railroad equipment covered by the enclosed document
is

All railroad equipment of the Assignors WHETHER NOW OWNED OR
HEREAFTER ACQUIRED, including, but not limited to, railcars within
each of the following series as more particularly described in the Exhibit B
attached to the memorandum: HEAX 73904 - HEAX 75827, HMAX 26804
– HMAX 26842, HMAX 41107 - HMAX 41174 and HMAX 100

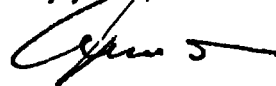
A short summary of the document to appear in the index is:

Notice of Appointment of Successor Collateral Agent

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

APR 07 '10 -9 00 AM

Notice of Appointment of Successor Collateral Agent **SURFACE TRANSPORTATION BOARD**

Notice is hereby given that, pursuant to the terms and conditions of section 11.9 of that certain Collateral Security Agreement, dated as of August 16, 2005, among Huntsman International LLC and certain subsidiaries thereof (collectively, the "Assignors"), and the collateral agent party thereto (the "Collateral Security Agreement"), JPMorgan Chase Bank, N.A. has replaced Deutsche Bank AG New York Branch as Collateral Agent, effective March 9, 2010 by amendment to the Credit Agreement among Huntsman International LLC and the lenders party thereto and to the Collateral Security Agreement (the "Amendment").

The Collateral Security Agreement was duly filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) on September 15, 2005 at 10:53 a.m. and was assigned Recordation Number 25835. The Collateral Security Agreement encumbers all railroad equipment of the Assignors whether now owned or hereafter acquired. Attached hereto as Exhibit B is a list (not necessarily an inclusive list) of railcars to which the Collateral Security Agreement applies as of the date of this Notice.

There have been changes in the Assignors who are parties to the Collateral Security Agreement mostly as the result of company restructurings. An amended and restated list of the Assignors who are parties to the Collateral Security Agreement by means of a Consent and Reaffirmation issued March 9, 2010 in connection with the Amendment appears as Exhibit A hereto, and each is a signatory of this Notice.

Except for the aforesaid change in the Collateral Agent, the changes to the Assignor parties thereto, and an amendment to the definition of "Overdraft Facilities" used therein, all terms and conditions of the Collateral Security Agreement relating to the Collateral Agent's security interest in the covered railroad equipment remain in full force and effect.

(signature pages follow)

I certify that I hold the title set forth below on behalf of the Assignor, that this instrument was signed on behalf of the Assignor by authority of its Managers, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

HUNTSMAN INTERNATIONAL LLC

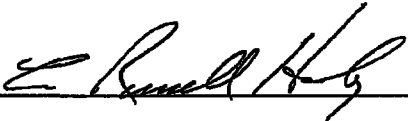
By:  _____

Name: L. Russell Healy

Title: Vice President and Controller

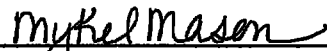
I certify that I hold the title set forth below on behalf of the Assignor, that this instrument was signed on behalf of the Assignor by authority of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

EXECUTED as a deed
TIOXIDE AMERICAS INC.

By: 

Name: L. Russell Healy

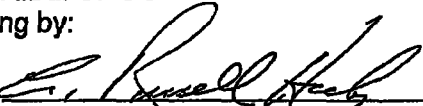
Title: Vice President and Controller

Witnessed by: 

Name: Mykel Mason


I certify that I hold the title set forth below on behalf of the Assignor, that this instrument was signed on behalf of the Assignor by authority of its Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

EXECUTED as a deed by
TIOXIDE GROUP
acting by:

By: 

Name: L. Russell Healy

Title: Director

By: 

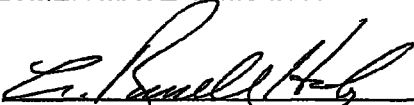
Name: Kim Esplin

Title: Director

I certify that I hold the title set forth below on behalf of each of the respective Assignors, that this instrument was signed on behalf of each of the respective Assignors by authority of its Board of Directors or Managers, as the case may be, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of all of the said Assignors. I further declare under penalty of perjury that the foregoing is true and correct.

AIRSTAR CORPORATION
HUNTSMAN ADVANCED MATERIALS AMERICAS LLC
HUNTSMAN ADVANCED MATERIALS LLC
HUNTSMAN AUSTRALIA INC.
HUNTSMAN CHEMICAL PURCHASING CORPORATION
HUNTSMAN ENTERPRISES, INC.
HUNTSMAN ETHYLENEAMINES LLC
HUNTSMAN FUELS LLC
HUNTSMAN INTERNATIONAL FINANCIAL LLC
HUNTSMAN INTERNATIONAL FUELS LLC
HUNTSMAN INTERNATIONAL TRADING CORPORATION
HUNTSMAN MA INVESTMENT CORPORATION
HUNTSMAN MA SERVICES CORPORATION
HUNTSMAN PETROCHEMICAL LLC
HUNTSMAN PETROCHEMICAL PURCHASING CORPORATION
HUNTSMAN PROCUREMENT CORPORATION
HUNTSMAN PROPYLENE OXIDE LLC
HUNTSMAN PURCHASING, LTD.

By: Huntsman Procurement Corporation, its General Partner
POLYMER MATERIALS INC.

By: 

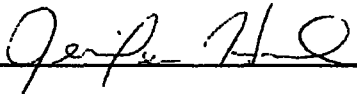
Name. L. Russell Healy

Title Vice President and Controller

Accepted and acknowledged:

I certify that I hold the title set forth below on behalf of the Collateral Agent, that this instrument was signed on behalf of the Collateral Agent by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Collateral Agent. I further declare under penalty of perjury that the foregoing is true and correct.

JPMORGAN CHASE BANK, N.A., as Collateral Agent

By: 

Name: Jennifer Heard

Title: Vice President

EXHIBIT A
Assignors

Huntsman International LLC
Tioxide Americas Inc.
Tioxide Group
Airstar Corporation
Huntsman Advanced Materials Americas LLC
Huntsman Advanced Materials
Huntsman Australia Inc.
Huntsman Chemical Purchasing Corporation
Huntsman Enterprises, Inc.
Huntsman Ethylenamines LLC
Huntsman Fuels LLC
Huntsman International Financial LLC
Huntsman International Fuels LLC
Huntsman International Trading Corporation
Huntsman MA Investment Corporation
Huntsman MA Services Corporation
Huntsman Petrochemical LLC
Huntsman Petrochemical Purchasing Corporation
Huntsman Procurement Corporation
Huntsman Propylene Oxide LLC
Huntsman Purchasing, Ltd.
Polymer Materials Inc.

EXHIBIT B
Railcars

HUNTSMAN OWNED RAILCARS

	Car	No.	Fleet	Company	Car Type	Size(gal.)	Built
1	HEAX	73904	065	Huntsman Ethyleneamines	Tank		
					Car	23527	1978
2	HEAX	74800	065	Huntsman Ethyleneamines	Tank		
					Car	23571	1976
3	HEAX	74806	065	Huntsman Ethyleneamines	Tank		
					Car	23562	1976
4	HEAX	74812	065	Huntsman Ethyleneamines	Tank		
					Car	23559	1976
5	HEAX	75648	065	Huntsman Ethyleneamines	Tank		
					Car	10455	1976
6	HEAX	75654	065	Huntsman Ethyleneamines	Tank		
					Car	10457	1976
7	HEAX	75656	065	Huntsman Ethyleneamines	Tank		
					Car	10451	1976
8	HEAX	75679	065	Huntsman Ethyleneamines	Tank		
					Car	10452	1976
9	HEAX	75733	065	Huntsman Ethyleneamines	Tank		
					Car	10436	1976
10	HEAX	75738	065	Huntsman Ethyleneamines	Tank		
					Car	10440	1976
11	HEAX	75742	065	Huntsman Ethyleneamines	Tank		
					Car	10438	1976
12	HEAX	75750	065	Huntsman Ethyleneamines	Tank		
					Car	10417	1976
13	HEAX	75751	065	Huntsman Ethyleneamines	Tank		
					Car	10415	1976
14	HEAX	75756	065	Huntsman Ethyleneamines	Tank		
					Car	10451	1976
15	HEAX	75826	065	Huntsman Ethyleneamines	Tank		
					Car	10468	1976
16	HEAX	75827	065	Huntsman Ethyleneamines	Tank		
					Car	10476	1976
17	HMAX	26804	575	Huntsman Petrochemical	Tank		
					Car	26706	1981
18	HMAX	26808	575	Huntsman Petrochemical	Tank		
					Car	26730	1981
19	HMAX	26809	575	Huntsman Petrochemical	Tank		
					Car	26699	1981
20	HMAX	26811	575	Huntsman Petrochemical	Tank		
					Car	26726	1981
21	HMAX	26812	575	Huntsman Petrochemical	Tank		
					Car	26760	1981
22	HMAX	26817	575	Huntsman Petrochemical	Tank		
					Car	26705	1981
23	HMAX	26819	575	Huntsman Petrochemical	Tank		
					Car	26724	1981
24	HMAX	26820	575	Huntsman Petrochemical	Tank		
					Car	26724	1981

25	HMAX	26839	575	Huntsman Petrochemical	Car Tank	26643	1981
26	HMAX	26842	575	Huntsman Petrochemical	Car Tank	26669	1981
27	HMAX	41107	577	Huntsman Petrochemical	Car Tank	20703	1981
28	HMAX	41108	577	Huntsman Petrochemical	Car Tank	20718	1981
29	HMAX	41109	577	Huntsman Petrochemical	Car Tank	20693	1981
30	HMAX	41110	577	Huntsman Petrochemical	Car Tank	20707	1981
31	HMAX	41111	577	Huntsman Petrochemical	Car Tank	21000	1981
32	HMAX	41112	577	Huntsman Petrochemical	Car Tank	20707	1981
33	HMAX	41113	577	Huntsman Petrochemical	Car Tank	20734	1981
34	HMAX	41114	577	Huntsman Petrochemical	Car Tank	20723	1981
35	HMAX	41115	577	Huntsman Petrochemical	Car Tank	20742	1981
36	HMAX	41116	577	Huntsman Petrochemical	Car Tank	20728	1981
37	HMAX	41117	577	Huntsman Petrochemical	Car Tank	20723	1981
38	HMAX	41118	577	Huntsman Petrochemical	Car Tank	21000	1981
39	HMAX	41119	577	Huntsman Petrochemical	Car Tank	20764	1981
40	HMAX	41120	577	Huntsman Petrochemical	Car Tank	20762	1981
41	HMAX	41121	577	Huntsman Petrochemical	Car Tank	20761	1981
42	HMAX	41122	577	Huntsman Petrochemical	Car Tank	20726	1981
43	HMAX	41123	577	Huntsman Petrochemical	Car Tank	20751	1981
44	HMAX	41124	577	Huntsman Petrochemical	Car Tank	20731	1981
45	HMAX	41125	577	Huntsman Petrochemical	Car Tank	20731	1981
46	HMAX	41126	577	Huntsman Petrochemical	Car Tank	20740	1981
47	HMAX	41127	577	Huntsman Petrochemical	Car Tank	20727	1981
48	HMAX	41128	577	Huntsman Petrochemical	Car Tank	20736	1981
49	HMAX	41129	577	Huntsman Petrochemical	Car Tank	20713	1981
50	HMAX	41130	577	Huntsman Petrochemical	Car Tank	20713	1981
51	HMAX	41131	577	Huntsman Petrochemical	Car	20731	1981
52	HMAX	41132	577	Huntsman Petrochemical	Tank	20742	1981

53	HMAX	41133	577	Huntsman Petrochemical	Car Tank	20731	1981
54	HMAX	41134	577	Huntsman Petrochemical	Car Tank	20747	1981
55	HMAX	41135	577	Huntsman Petrochemical	Car Tank	20710	1981
56	HMAX	41136	577	Huntsman Petrochemical	Car Tank	20739	1981
57	HMAX	41137	577	Huntsman Petrochemical	Car Tank	20742	1981
58	HMAX	41138	577	Huntsman Petrochemical	Car Tank	20723	1981
59	HMAX	41139	577	Huntsman Petrochemical	Car Tank	20728	1981
60	HMAX	41140	577	Huntsman Petrochemical	Car Tank	20707	1981
61	HMAX	41141	577	Huntsman Petrochemical	Car Tank	20742	1981
62	HMAX	41142	577	Huntsman Petrochemical	Car Tank	20740	1981
63	HMAX	41143	577	Huntsman Petrochemical	Car Tank	20718	1981
64	HMAX	41144	577	Huntsman Petrochemical	Car Tank	20745	1981
65	HMAX	41145	577	Huntsman Petrochemical	Car Tank	20734	1981
66	HMAX	41146	577	Huntsman Petrochemical	Car Tank	20737	1981
67	HMAX	41147	577	Huntsman Petrochemical	Car Tank	20734	1981
68	HMAX	41148	577	Huntsman Petrochemical	Car Tank	20693	1981
69	HMAX	41149	577	Huntsman Petrochemical	Car Tank	20713	1981
70	HMAX	41151	577	Huntsman Petrochemical	Car Tank	20726	1981
71	HMAX	41152	577	Huntsman Petrochemical	Car Tank	20733	1981
72	HMAX	41153	577	Huntsman Petrochemical	Car Tank	20740	1981
73	HMAX	41154	577	Huntsman Petrochemical	Car Tank	20723	1981
74	HMAX	41155	577	Huntsman Petrochemical	Car Tank	20693	1981
75	HMAX	41156	577	Huntsman Petrochemical	Car Tank	20728	1981
76	HMAX	41157	577	Huntsman Petrochemical	Car Tank	20740	1981
77	HMAX	41158	577	Huntsman Petrochemical	Car Tank	20713	1981
78	HMAX	41159	577	Huntsman Petrochemical	Car Tank	20713	1981
79	HMAX	41160	577	Huntsman Petrochemical	Car	20723	1981
80	HMAX	41161	577	Huntsman Petrochemical	Tank	20726	1981

81	HMAX	41162	577	Huntsman Petrochemical	Car Tank	20723	1981
82	HMAX	41163	577	Huntsman Petrochemical	Car Tank	20734	1981
83	HMAX	41164	577	Huntsman Petrochemical	Car Tank	20718	1981
84	HMAX	41165	577	Huntsman Petrochemical	Car Tank	20713	1981
85	HMAX	41166	577	Huntsman Petrochemical	Car Tank	20740	1981
86	HMAX	41167	577	Huntsman Petrochemical	Car Tank	20736	1981
87	HMAX	41168	577	Huntsman Petrochemical	Car Tank	20784	1981
88	HMAX	41169	577	Huntsman Petrochemical	Car Tank	20745	1981
89	HMAX	41170	577	Huntsman Petrochemical	Car Tank	20726	1981
90	HMAX	41171	577	Huntsman Petrochemical	Car Tank	20718	1981
91	HMAX	41172	577	Huntsman Petrochemical	Car Tank	20724	1981
92	HMAX	41173	577	Huntsman Petrochemical	Car Tank	20751	1981
93	HMAX	41174	577	Huntsman Petrochemical	Car	20776	1981
****	HMAX	100		Port Neches Emergency Response Training	Car		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/7/10



Robert W Alvord

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated.

4/7/10



Robert W. Alvord